

**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

|  |   |  |
|--|---|--|
| In re:   | ) | Chapter 11   |
|  | ) |  |
| <b>W.R. GRACE &amp; CO., et al.,<sup>1</sup></b> | ) | Case No. 01-1139 (JKF)                               |
|  | ) | Jointly Administered                                 |
|  | ) |  |
| Debtors.   | ) | <b>Objection Date: December 1, 2009 at 4:00 p.m.</b> |
|  | ) | <b>Hearing Date: December 14, 2009 at 10:30 a.m.</b> |
|  | ) |  |

**QUARTERLY APPLICATION OF  
 BMC GROUP FOR COMPENSATION FOR SERVICES  
 RENDERED AND REIMBURSEMENT OF EXPENSES AS  
 CLAIMS RECONCILIATION AND SOLICITATION CONSULTANT  
 TO THE DEBTORS FOR THE THIRTY-THIRD QUARTERLY  
INTERIM PERIOD (APRIL 1, 2009 THROUGH JUNE 30, 2009)**

|  |  |
|--|--|
| <b>Name of Applicant:</b>  | BMC Group ("BMC")  |
| <b>Authorized to Provide Professional Services to:</b>                             | The above-captioned debtors and debtors in possession              |
| <b>Date of Retention:</b>  | Retention Order entered May 8, 2002; effective as of April 4, 2002 |
| <b>Period for which Compensation and Reimbursement is Sought:</b>                  | April 1, 2009 through June 30, 2009                                |
| <b>Amount of Compensation Sought as Actual*, Reasonable and Necessary:</b>         | \$ 512,989.00  |
| <b>Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:</b> | \$ 86,904.61   |

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a:  Monthly Application  Quarterly Application  Final Application

The total time expended for preparation of this fee application is approximately 40.0 hours and the corresponding compensation requested is approximately \$8,400.00<sup>2</sup>

This Quarterly Application filed by BMC is for the 33rd Quarterly Interim Period.

### **PRIOR APPLICATIONS**

| Date Filed | App No. | Period Covered       | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|----------------------|----------------|--------------------|---------------|-------------------|
| 3/4/2003   | N/A     | 4/4/2002-4/30/2002   | \$18,913.50    | \$1,420.00         | \$15,130.80   | \$1,420.00        |
| 3/4/2003   | N/A     | 5/1/2002-5/31/2002   | \$46,559.00    | \$2,781.83         | \$37,247.20   | \$2,781.83        |
| 3/4/2003   | N/A     | 6/1/2002-6/30/2002   | \$42,162.00    | \$3,538.24         | \$33,729.60   | \$3,538.24        |
| 3/4/2003   | N/A     | 5th Quarterly 2002   | \$107,634.50   | \$7,740.07         | \$86,107.60   | \$7,740.07        |
| 3/4/2003   | N/A     | 7/1/2002-7/31/2002   | \$48,181.75    | \$10,701.48        | \$38,545.40   | \$10,701.48       |
| 3/4/2003   | N/A     | 8/1/2002-8/31/2002   | \$48,729.50    | \$1,891.32         | \$38,983.60   | \$1,891.32        |
| 3/4/2003   | N/A     | 9/1/2002-9/30/2002   | \$55,850.00    | \$2,743.43         | \$44,680.00   | \$2,743.43        |
| 3/4/2003   | N/A     | 6th Quarterly 2002   | \$152,761.25   | \$15,336.23        | \$122,209.00  | \$15,336.23       |
| 3/4/2003   | N/A     | 10/1/2002-10/31/2002 | \$95,621.50    | \$3,384.85         | \$76,497.20   | \$3,384.85        |
| 3/4/2003   | N/A     | 11/1/2002-11/30/2002 | \$49,215.25    | \$2,658.68         | \$39,372.20   | \$2,658.68        |
| 3/4/2003   | N/A     | 12/1/2002-12/31/2002 | \$46,683.00    | \$850.00           | \$37,346.40   | \$850.00          |
| 3/4/2003   | N/A     | 7th Quarterly 2002   | \$191,519.75   | \$6,893.53         | \$153,215.80  | \$6,893.53        |
| 5/15/2003  | 10      | 1/1/2003-1/31/2003   | \$74,318.00    | \$1,229.90         | \$59,454.40   | \$1,229.90        |
| 5/15/2003  | 11      | 2/1/2003-2/28/2003   | \$82,610.00    | \$4,837.69         | \$66,088.00   | \$4,837.69        |
| 5/15/2003  | 12      | 3/1/2003-3/31/2003   | \$72,572.25    | \$3,860.72         | \$58,057.80   | \$3,860.72        |
| 5/15/2003  | 8 Q     | 8th Quarterly 2003   | \$229,500.25   | \$9,928.31         | \$183,600.20  | \$9,928.31        |
| 9/23/2003  | 13      | 4/1/2003-4/30/2003   | \$117,598.00   | \$2,132.50         | \$94,078.40   | \$2,132.50        |
| 9/23/2003  | 14      | 5/1/2003-5/31/2003   | \$140,988.00   | \$4,689.22         | \$112,790.40  | \$4,689.22        |
| 9/23/2003  | 15      | 6/1/2003-6/30/2003   | \$95,449.00    | \$8,234.67         | \$76,359.20   | \$8,234.67        |
| 9/23/2003  | 9 Q     | 9th Quarterly 2003   | \$354,035.00   | \$15,480.10        | \$283,228.00  | \$15,480.10       |
| 2/18/2004  | 16      | 7/1/2003-7/31/2003   | \$90,293.50    | \$9,851.36         | \$90,293.50   | \$9,851.36        |
| 2/18/2004  | 17      | 8/1/2003-8/31/2003   | \$88,262.50    | \$2,515.87         | \$88,262.50   | \$2,515.87        |
| 2/18/2004  | 18      | 9/1/2003-9/30/2003   | \$82,370.00    | \$16,341.34        | \$82,370.00   | \$16,341.34       |
| 2/25/2004  | 10 Q    | 10th Quarterly 2003  | \$260,926.00   | \$28,708.57        | \$260,926.00  | \$28,708.57       |
| 4/13/2004  | 19      | 10/1/2003-10/31/2003 | \$86,187.00    | \$1,861.76         | \$86,187.00   | \$1,861.76        |
| 4/13/2004  | 20      | 11/1/2003-11/30/2003 | \$69,321.00    | \$1,330.52         | \$69,321.00   | \$1,330.52        |
| 4/13/2004  | 21      | 12/1/2003-12/31/2003 | \$62,679.00    | \$2,627.14         | \$62,679.00   | \$2,627.14        |
| 4/13/2004  | 11 Q    | 11th Quarterly 2003  | \$218,187.00   | \$5,819.42         | \$218,187.00  | \$2,528.88        |
| 6/18/2004  | 22      | 1/1/2004-1/31/2004   | \$84,944.50    | \$1,327.94         | \$84,944.50   | \$1,327.94        |
| 6/18/2004  | 23      | 2/1/2004-2/29/2004   | \$42,147.00    | \$1,623.86         | \$42,147.00   | \$1,623.86        |
| 6/18/2004  | 24      | 3/1/2004-3/31/2004   | \$89,579.50    | \$1,403.99         | \$89,579.50   | \$1,403.99        |
| 6/18/2004  | 12 Q    | 12th Quarterly 2004  | \$216,671.00   | \$4,355.79         | \$216,671.00  | \$4,355.79        |
| 11/3/2004  | 25      | 4/1/2004-4/30/2004   | \$76,264.50    | \$2,134.18         | \$76,264.50   | \$2,134.18        |
| 11/3/2004  | 26      | 5/1/2004-5/31/2004   | \$63,313.50    | \$2,330.43         | \$63,313.50   | \$2,330.43        |
| 11/3/2004  | 27      | 6/1/2004-6/30/2004   | \$58,641.50    | \$2,795.01         | \$58,641.50   | \$2,795.01        |
| 11/3/2004  | 13 Q    | 13th Quarterly 2004  | \$198,219.50   | \$7,259.62         | \$198,219.50  | \$7,259.62        |

<sup>2</sup> The actual number of hours expended in preparing this fee application and the corresponding compensation requested will be set forth in BMC's subsequent fee applications.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered                  | Requested Fees | Requested Expenses | Approved Fees  | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|----------------|-------------------|
| 2/7/2005   | 28      | 7/1/2004 – 7/31/2004            | \$45,396.00    | \$2,558.91         | \$45,396.00    | \$2,558.91        |
| 2/7/2005   | 29      | 8/1/2004 – 8/31/2004            | \$60,094.50    | \$1,375.09         | \$60,094.50    | \$1,375.09        |
| 2/7/2005   | 30      | 9/1/2004 – 9/30/2004            | \$75,755.50    | \$1,251.65         | \$75,755.50    | \$1,251.65        |
| 2/7/2005   | 14Q     | 14 <sup>th</sup> Quarterly 2004 | \$181,246.00   | \$5,185.65         | \$181,246.00   | \$5,185.65        |
| 4/8/2005   | 31      | 10/1/2004 – 10/31/2004          | \$59,922.00    | \$2,144.86         | \$59,922.00    | \$2,144.86        |
| 4/8/2005   | 32      | 11/1/2004 – 11/30/2004          | \$65,745.50    | \$28,337.71        | \$65,745.50    | \$28,337.71       |
| 4/8/2005   | 33      | 12/1/2004 – 12/31/2004          | \$62,692.00    | \$8,918.87         | \$62,692.00    | \$8,918.87        |
| 4/8/2005   | 15Q     | 15 <sup>th</sup> Quarterly 2004 | \$188,359.50   | \$39,401.44        | \$188,359.50   | \$39,401.44       |
| 8/11/2005  | 34      | 1/1/2005 – 1/31/2005            | \$67,384.00    | \$2,530.41         | \$67,384.00    | \$2,530.41        |
| 8/11/2005  | 35      | 2/1/2005 – 2/28/2005            | \$56,206.00    | \$2,869.31         | \$56,206.00    | \$2,869.31        |
| 8/11/2005  | 36      | 3/1/2005 – 3/31/2005            | \$64,836.00    | \$1,666.16         | \$64,836.00    | \$1,666.16        |
| 8/11/2005  | 16Q     | 16 <sup>th</sup> Quarterly 2005 | \$188,426.00   | \$7,065.88         | \$188,426.00   | \$7,065.00        |
| 10/31/2005 | 37      | 4/1/2005 – 4/30/2005            | \$88,685.50    | \$2,391.33         | \$88,685.50    | \$2,391.33        |
| 10/31/2005 | 38      | 5/1/2005 – 5/31/2005            | \$158,852.00   | \$4,552.49         | \$158,852.00   | \$4,552.49        |
| 10/31/2005 | 39      | 6/1/2005 – 6/30/2005            | \$232,914.00   | \$13,912.17        | \$232,914.00   | \$13,912.17       |
| 10/31/2005 | 17Q     | 17 <sup>th</sup> Quarterly 2005 | \$480,451.50   | \$20,855.99        | \$480,451.50   | \$20,855.99       |
| 1/31/2006  | 40      | 7/1/2005 – 7/31/2005            | \$468,997.75   | \$17,359.91        | \$468,997.75   | \$17,359.91       |
| 1/31/2006  | 41      | 8/1/2005 – 8/31/2005            | \$684,403.00   | \$43,446.98        | \$684,403.00   | \$43,446.98       |
| 1/31/2006  | 42      | 9/1/2005 – 9/30/2005            | \$334,412.00   | \$34,731.14        | \$334,412.00   | \$34,731.14       |
| 2/1/2006   | 18Q     | 18 <sup>th</sup> Quarterly 2005 | \$1,487,812.75 | \$95,538.03        | \$1,487,812.75 | \$95,538.03       |
| 4/20/2006  | 43      | 10/1/2005 – 10/31/2005          | \$126,175.50   | \$2,460.85         | \$126,175.50   | \$2,460.85        |
| 4/20/2006  | 44      | 11/1/2005 – 11/30/2005          | \$136,980.50   | \$2,010.10         | \$136,980.50   | \$2,010.10        |
| 4/20/2006  | 45      | 12/1/2005 – 12/31/2005          | \$54,700.50    | \$4,310.19         | \$54,700.50    | \$4,310.19        |
| 4/20/2006  | 19Q     | 19 <sup>th</sup> Quarterly 2005 | \$301,963.67*  | \$8,781.14         | \$301,963.67*  | \$8,781.14        |
| 4/28/2006  | 46      | 1/1/2006 – 1/31/2006            | \$52,998.50    | \$2,322.75         | \$52,998.50    | \$2,322.75        |
| 7/17/2006  | 47      | 2/1/2006 – 2/28/2006            | \$64,309.50    | \$1,438.85         | \$64,309.50    | \$1,438.85        |
| 8/25/2006  | 48      | 3/1/2006 – 3/31/2006            | \$69,538.75    | \$2,732.97         | \$69,538.75    | \$2,732.97        |
| 8/25/2006  | 20Q     | 20 <sup>th</sup> Quarterly 2006 | \$177,504.41*  | \$6,494.57         | \$177,504.41*  | \$6,494.57        |
| 11/21/2006 | 49      | 4/1/2006 – 4/30/2006            | \$64,523.00    | \$1,918.17         | \$64,523.00    | \$1,918.17        |
| 11/22/2006 | 50      | 5/1/2006 – 5/31/2006            | \$83,530.00    | \$2,413.38         | \$83,530.00    | \$2,413.38        |
| 11/22/2006 | 51      | 6/1/2006 – 6/30/2006            | \$42,762.00    | \$5,634.14         | \$42,762.00    | \$5,634.14        |
| 11/22/2006 | 21Q     | 21 <sup>st</sup> Quarterly 2006 | \$181,274.25*  | \$9,965.65         | \$181,274.25*  | \$9,965.65        |
| 12/11/2006 | 52      | 7/1/2006 – 7/31/2006            | \$35,134.50    | \$41,219.71        | \$35,134.50    | \$41,219.71       |
| 12/21/2006 | 53      | 8/1/2006 – 8/31/2006            | \$76,583.00    | \$4,757.53         | \$76,583.00    | \$4,757.53        |
| 12/27/2006 | 54      | 9/1/2006 – 9/30/2006            | \$71,515.00    | \$24,065.05        | \$71,515.00    | \$24,065.05       |
| 12/27/2006 | 22Q     | 22 <sup>nd</sup> Quarterly 2006 | \$174,070.88*  | \$70,042.29        | \$174,070.88*  | \$70,042.29       |
| 5/17/2007  | 55      | 10/1/2006 – 10/31/2006          | \$103,882.50   | \$72,054.63        | \$103,882.50   | \$72,054.63       |
| 5/21/2007  | 56      | 11/1/2006 – 11/30/2006          | \$74,836.00    | \$18,644.41        | \$74,836.00    | \$18,644.41       |
| 5/22/2007  | 57      | 12/1/2006 – 12/31/2006          | \$66,253.50    | \$24,335.71        | \$66,253.50    | \$24,335.71       |
| 5/22/2007  | 23Q     | 23 <sup>rd</sup> Quarterly 2006 | \$232,723.40*  | \$115,034.75       | \$232,723.40*  | \$115,034.75      |
| 8/24/2007  | 58      | 1/1/2007 – 1/31/2007            | \$89,031.50    | \$13,162.75        | \$89,031.50    | \$13,162.75       |
| 8/24/2007  | 59      | 2/1/2007 – 2/28/2007            | \$136,258.25   | \$16,098.69        | \$136,258.25   | \$16,098.69       |
| 8/24/2007  | 60      | 3/1/2007 – 3/31/2007            | \$80,692.00    | \$1,746.97         | \$80,692.00    | \$1,746.97        |
| 8/24/2007  | 24Q     | 24 <sup>th</sup> Quarterly 2007 | \$290,682.66*  | \$31,008.41        | \$290,682.66*  | \$31,008.41       |

\* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered                  | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|---------------|-------------------|
| 11/9/2007  | 61      | 4/1/2007 – 4/30/2007            | \$49,298.00    | \$1,989.73         | \$49,298.00   | \$1,989.73        |
| 11/9/2007  | 62      | 5/1/2007 – 5/31/2007            | \$135,172.00   | \$2,067.20         | \$135,172.00  | \$2,067.20        |
| 11/9/2007  | 63      | 6/1/2007 – 6/30/2007            | \$58,687.50    | \$3,094.14         | \$58,687.50   | \$3,094.14        |
| 11/9/2007  | 25Q     | 25 <sup>th</sup> Quarterly 2007 | \$234,642.73*  | \$7,151.07         | \$234,642.73* | \$7,151.07        |
| 12/5/2007  | 64      | 7/1/2007 – 7/31/2007            | \$48,858.00    | \$2,166.14         | \$48,858.00   | \$2,166.14        |
| 12/7/2007  | 65      | 8/1/2007 – 8/31/2007            | \$66,679.00    | \$2,412.77         | \$66,679.00   | \$2,412.77        |
| 12/7/2007  | 66      | 9/1/2007 – 9/30/2007            | \$43,504.00    | \$3,307.71         | \$43,504.00   | \$3,307.71        |
| 12/11/2007 | 26Q     | 26 <sup>th</sup> Quarterly 2007 | \$159,041.00   | \$7,886.62         | \$159,041.00  | \$7,886.62        |
| 1/7/2008   | 67      | 10/1/2007 – 10/31/2007          | \$48,179.00    | \$2,867.37         | \$48,179.00   | \$2,867.37        |
| 1/11/2008  | 68      | 11/1/2007 – 11/30/2007          | \$36,004.50    | \$2,273.21         | \$36,004.50   | \$2,273.21        |
| 2/1/2008   | 69      | 12/1/2007 – 12/31/2007          | \$27,285.00    | \$2,177.19         | \$27,285.00   | \$2,177.19        |
| 2/22/2008  | 27Q     | 27 <sup>th</sup> Quarterly 2007 | \$111,468.50   | \$7,317.77         | \$111,468.50  | \$7,317.77        |
| 3/19/2008  | 70      | 1/1/2008 – 1/31/2008            | \$39,843.00    | \$2,370.71         | \$34,105.40   | \$2,370.71        |
| 5/12/2008  | 71      | 2/1/2008 – 2/29/2008            | \$27,323.50    | \$2,243.98         | \$18,520.00   | \$2,243.98        |
| 5/29/2008  | 72      | 3/1/2008 – 3/31/2008            | \$21,341.50    | \$2,718.61         | \$17,393.50   | \$2,718.61        |
| 5/29/2008  | 28Q     | 28 <sup>th</sup> Quarterly 2008 | \$88,508.00    | \$7,333.30         | \$70,019.40   | \$7,333.30        |
| 10/28/2008 | 73      | 4/1/2008 – 4/30/2008            | \$33,293.50    | \$2,751.14         | \$33,293.50   | \$2,751.14        |
| 10/28/2008 | 74      | 5/1/2008 – 5/31/2008            | \$24,593.50    | \$2,093.58         | \$21,624.50   | \$2,093.58        |
| 10/28/2008 | 75      | 6/1/2008 – 6/30/2008            | \$35,613.50    | \$2,310.78         | \$35,613.50   | \$2,310.78        |
| 10/28/2008 | 29Q     | 29 <sup>th</sup> Quarterly 2008 | \$93,500.50    | \$7,155.50         | \$90,531.50   | \$7,155.50        |
| 11/12/2008 | 76      | 7/1/2008 – 7/31/2008            | \$32,283.50    | \$4,543.30         | \$23,283.50   | \$4,303.28        |
| 1/16/2009  | 77      | 8/1/2008 – 8/31/2008            | \$53,516.00    | \$5,789.77         | \$53,516.00   | \$5,549.75        |
| 2/20/2009  | 78      | 9/1/2008 – 9/30/2008            | \$74,290.50    | \$4,590.21         | \$74,209.50   | \$4,350.19        |
| 2/20/2009  | 30Q     | 30 <sup>th</sup> Quarterly 2008 | \$160,090.00   | \$14,923.28        | \$160,090.00  | \$14,203.22       |
| 5/4/2009   | 79      | 10/1/2008 – 10/31/2008          | \$64,656.50    | \$4,136.81         | \$60,406.62   | \$4,136.81        |
| 5/7/2009   | 80      | 11/1/2008 – 11/30/2008          | \$30,925.50    | \$2,121.21         | \$30,925.50   | \$2,121.21        |
| 5/22/2009  | 81      | 12/1/2008 – 12/31/2008          | \$29,946.50    | \$2,499.56         | \$29,946.50   | \$2,499.56        |
| 5/22/2009  | 31Q     | 31 <sup>st</sup> Quarterly 2008 | \$125,528.50   | \$8,757.58         | \$121,278.62  | \$8,757.58        |
| 8/11/2009  | 82      | 1/1/2009 – 1/31/2009            | \$20,014.00    | \$2,067.70         | \$20,014.00   | \$2,067.70        |
| 8/18/2009  | 83      | 2/1/2009 – 2/28/2009            | \$32,578.00    | \$2,533.04         | \$32,578.00   | \$2,533.04        |
| 8/18/2009  | 84      | 3/1/2009 – 3/31/2009            | \$122,625.50   | \$4,318.32         | \$122,625.50  | \$4,318.32        |
| 8/18/2009  | 32Q     | 32 <sup>nd</sup> Quarterly 2009 | \$175,217.50   | \$8,919.06         | \$175,217.50  | \$8,919.06        |
| 11/11/2009 | 85      | 4/1/2009 – 4/30/2009            | \$156,353.50   | \$80,862.01        | Pending       | Pending           |
| 11/11/2009 | 86      | 5/1/2009 – 5/31/2009            | \$292,613.50   | \$3,869.91         | Pending       | Pending           |
| 11/11/2009 | 87      | 6/1/2009 – 6/30/2009            | \$64,022.00    | \$2,172.69         | Pending       | Pending           |
| 11/11/2009 | 33Q     | 33 <sup>rd</sup> Quarterly 2009 | \$512,989.00   | \$86,904.61        | Pending       | Pending           |
|            |         |                                 |                |                    |               |                   |
|            |         |                                 |                |                    |               |                   |
|            |         |                                 |                |                    |               |                   |
|            |         |                                 |                |                    |               |                   |
|            |         |                                 |                |                    |               |                   |

\* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

**BIOGRAPHICAL INFORMATION**

| Name of Professional Person | Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise                       | Hourly Billing Rate (Including Changes) | Total Hours Billed | Total Compensation |
|-----------------------------|--|---|--------------------|--------------------|
| Jill Anderson               | Case Support, 6 months   | \$55.00                                 | 23.3               | \$1,281.50         |
| Liliana Anzaldo             | Case Support Clerk, 4½ years   | \$45.00                                 | 21.6               | \$972.00           |
| Martha Araki                | Senior Bankruptcy Consultant, 9½ years; 20 years bankruptcy experience   | \$210.00                                | 484.0              | \$101,640.00       |
| Aries Arashida              | Case Analyst, 1 year   | \$75.00                                 | 55.0               | \$4,125.00         |
| Alina Balonuskova           | Case Support, 2 years  | \$55.00                                 | 3.2                | \$176.00           |
| Jesse Bang                  | Case Support, 1 year   | \$55.00                                 | 18.0               | \$990.00           |
| Katya Belas                 | Case Support Clerk, 1 year   | \$65.00                                 | 67.6               | \$4,394.00         |
| Mike Booth                  | Claims Reconciliation Manager, 6½ years; 4 years prior bankruptcy experience   | \$165.00                                | 114.9              | \$18,958.50        |
| Kevin Braxton               | Case Support Clerk, 8 years  | \$45.00                                 | 1.1                | \$49.50            |
| Mireya Carranza             | Case Support Clerk, 5½ years   | \$45.00                                 | 27.5               | \$1,237.50         |
| Anne Carter                 | Consultant, 8½ years; 22 years prior experience in bankruptcy and other legal practice areas   | \$125.00                                | 185.2              | \$23,150.00        |
| Alex Cedeno                 | Case Support Clerk, 2½ years   | \$45.00                                 | 2.8                | \$126.00           |
| Steffanie Cohen             | Reconciliation Consultant, 6½ years; 2 years prior bankruptcy experience   | \$110.00                                | 168.1              | \$18,491.00        |
| Barbara Colby               | Document Supervisor, 12 years  | \$55.00                                 | 27.3               | \$1,501.50         |
| Jacqueline Conklin          | Data Analyst, 7 years  | \$95.00                                 | 54.3               | \$5,158.50         |
| Alan Dalsass                | Director, 1¾ years; 11 years prior experience in corporate restructuring, data management consulting and as a bankruptcy attorney                    | \$275.00                                | 9.0                | \$2,475.00         |
| Brad Daniel                 | Senior Data Consultant, 9 years; former Software Development Project Manager, Swedelson & Gottlieb; 7 years bankruptcy and legal industry experience | \$200.00                                | 11.2               | \$2,240.00         |
| Dustee Decker               | Reconciliation Analyst, 6½ years; 15 years prior experience in accounts payable and creditor negotiation   | \$75.00                                 | 179.9              | \$13,492.50        |
| Corazon Del Pilar           | Case Support Clerk, 5½ years   | \$45.00                                 | 54.4               | \$2,448.00         |
| Reynante Dela Cruz          | Case Analyst, 3½ years   | \$95.00                                 | 17.9               | \$1,700.50         |
| Ellen Dors                  | Reconciliation Consultant, 5½ years; prior bankruptcy experience with former employer during two bankruptcy cases                                    | \$110.00                                | 175.6              | \$19,316.00        |
| Lauren Dru                  | Case Analyst, 2 years  | \$95.00                                 | 73.2               | \$6,954.00         |
| Mau Espina                  | Case Analyst, 1 year   | \$75.00                                 | 26.9               | \$2,017.50         |
| Daphne Estorninos           | Case Analyst, 1 year   | \$75.00                                 | 72.5               | \$5,437.50         |
| Tinamarie Feil              | Chief Financial Officer and co-founder of BMC, 10 years; 24 years experience in bankruptcy and other legal practice areas                            | \$275.00                                | 1.0                | \$275.00           |
| Niel Florita                | Case Analyst, 10 months  | \$75.00                                 | 70.0               | \$5,250.00         |

| Name of Professional Person | Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise        | Hourly Billing Rate (Including Changes) | Total Hours Billed | Total Compensation |
|-----------------------------|---|---|--------------------|--------------------|
| Jay Gil                     | Case Analyst, 4½ years; 2 years prior legal industry experience   | \$95.00                                 | 59.7               | \$5,671.50         |
| Eric Gilhoi                 | Document Manager, 5 years; prior experience in business management, international online business, class action claims administration | \$75.00                                 | 248.7              | \$18,652.50        |
| Maristar Go                 | Case Analyst, 4½ years; 2 years prior legal industry experience   | \$95.00                                 | 57.9               | \$5,500.50         |
| Adam Hammers                | Case Support Clerk, 4 months  | \$45.00                                 | 43.6               | \$1,962.00         |
| Jaline Hill                 | Case Support Clerk, 4 years   | \$45.00                                 | 3.9                | \$175.50           |
| Leila Hughes                | Reconciliation Analyst, 6¼ years; 10 years prior experience in accounts payable and creditor negotiation                              | \$75.00                                 | 228.9              | \$17,167.50        |
| Myrtle John                 | Director, 7½ years; 30 years experience in bankruptcy and other legal practice areas  | \$195.00                                | 15.9               | \$3,100.50         |
| Christopher Karambelas      | Consultant, 2 years   | \$110.00                                | 10.0               | \$1,100.00         |
| Gwyneth Kendricks           | Case Support Clerk, 1 year  | \$45.00                                 | 0.7                | \$31.50            |
| Wissal Kim                  | Case Support, 4 years   | \$55.00                                 | 111.9              | \$6,154.50         |
| Patrick Kratz               | Case Support Clerk, 8 months  | \$45.00                                 | 48.4               | 2,178.00           |
| Gunther Kruse               | Data Consultant, 6 years; 8 years prior experience in IT industry as database administrator and network manager                       | \$150.00                                | 341.9              | \$51,285.00        |
| Warren Lester               | Case Support Clerk, 3 years   | \$45.00                                 | 8.2                | \$369.00           |
| Thomas Look                 | Case Analyst, 1 year  | \$95.00                                 | 51.8               | \$4,921.00         |
| Randy Looney                | Case Support, 2 years   | \$55.00                                 | 41.4               | \$2,277.00         |
| Richard Lundberg            | Case Support, 3 years   | \$55.00                                 | 2.0                | \$110.00           |
| Terri Marshall              | Senior Consultant, 6¼ years; 4 years prior bankruptcy experience  | \$185.00                                | 35.8               | \$6,623.00         |
| Kevin Martin                | Consultant, 6¼ years; 6 years prior experience in financial services; 2 years prior experience in mergers/acquisitions                | \$135.00                                | 149.6              | \$20,196.00        |
| Christopher Matz            | Case Analyst, 1 year  | \$95.00                                 | 18.5               | \$1,757.50         |
| Craig Maxwell               | Senior Data Consultant, 6 years; 15 years prior data management experience  | \$125.00                                | 4.2                | \$525.00           |
| Cory Mccutchen              | Case Support Clerk, 3 years   | \$45.00                                 | 96.7               | \$4,351.50         |
| Sonja Millsap               | Data Analyst, 1 year  | \$95.00                                 | 35.1               | \$3,334.50         |
| Jed Mojado                  | Case Analyst, 1½ years  | \$75.00                                 | 70.5               | \$5,287.50         |
| James Myers                 | Case Support Clerk, 7½ years  | \$65.00                                 | 36.3               | \$2,359.50         |

| Name of Professional Person | Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise | Hourly Billing Rate (Including Changes) | Total Hours Billed | Total Compensation |
|-----------------------------|--|---|--------------------|--------------------|
| Vincent Nacorda             | Case Analyst, 2 years  | \$75.00                                 | 44.0               | \$3,300.00         |
| Steven Ordaz                | Consultant, 3 years  | \$110.00                                | 10.5               | \$1,155.00         |
| Juan Paolo Pesito           | Case Analyst, 11 months  | \$75.00                                 | 43.7               | \$3,277.50         |
| Sheryl Pzynski              | Case Support, 2½ years   | \$55.00                                 | 29.6               | \$1,628.00         |
| Kaylee Rasmussen            | Case Support Clerk, 6 months   | \$45.00                                 | 4.0                | \$180.00           |
| Brenda Reed                 | Consultant, 6¼ years; 12 years prior experience corporate accounting and internal auditing                                     | \$140.00                                | 44.8               | \$6,272.00         |
| Noreve Roa                  | Case Analyst, 4½ years; 2 years prior legal industry experience  | \$95.00                                 | 79.0               | \$7,505.00         |
| Airgelou Romero             | Case Analyst, 4¾ years; 3 years prior legal industry experience  | \$95.00                                 | 75.3               | \$7,153.50         |
| Rosemarie Serrette          | Consultant, 3½ years   | \$110.00                                | 0.2                | \$22.00            |
| Lauri Shippers              | Reconciliation Consultant, 6¼ years; 4 years prior bankruptcy experience (fka Lauri Bogue)                                     | \$110.00                                | 141.7              | \$15,587.00        |
| Lucina Solis                | Case Support Associate, 5½ years   | \$45.00                                 | 20.2               | \$909.00           |
| Mabel Soto                  | Case Support Clerk, 5½ years   | \$45.00                                 | 13.4               | \$603.00           |
| Samantha Stoneburg          | Case Support Clerk, 6 months   | \$45.00                                 | 36.3               | \$1,633.50         |
| Brianna Tate                | Case Information Clerk, 5¼ years   | \$45.00                                 | 186.8              | \$8,406.00         |
| Teresa Thomas               | Asst Document Manager, 3½ years  | \$65.00                                 | 184.7              | \$12,005.50        |
| John Carlos Toralballa      | Case Analyst, 1 year   | \$75.00                                 | 94.8               | \$7,110.00         |
| Arnee Trinidad              | Case Support Clerk, 3½ years   | \$45.00                                 | 95.7               | \$4,306.50         |
| Alfred Villanueva           | Case Support Clerk   | \$65.00                                 | 16.2               | \$1,053.00         |
| Erin Wakely                 | Asst Manager-Doc Imaging, 3 years  | \$65.00                                 | 92.8               | \$6,032.00         |
| Samuel Ward                 | Case Support Clerk, 6 months   | \$45.00                                 | 1.7                | \$76.50            |
| Alice Whitfield             | Senior Consultant, 2½ years; former manager of consultants for a claims agent, 14 years prior bankruptcy experience            | \$200.00                                | 23.5               | \$4,700.00         |
| Anna Wick                   | Senior Data Analyst, 6¼ years  | \$110.00                                | 55.7               | \$6,127.00         |
| Jessica Wistrand            | Case Support, 2 years  | \$55.00                                 | 90.9               | \$4,999.50         |

|               |                    |                |
|---------------|--------------------|----------------|
| Grand Total:  | Fees: \$512,989.00 | Hours: 5,052.6 |
| Blended Rate: | \$101.53           |                |

**COMPENSATION BY PROJECT CATEGORY**

| Project Category             | Total Hours    | Total Actual Fees   |
|------------------------------|----------------|---------------------|
| Asbestos Claims              | 5.1            | \$1,005.00          |
| Asbestos PI Claims           | 0.8            | \$168.00            |
| Case Administration          | 718.3          | \$64,615.50         |
| Data Analysis                | 482.5          | \$65,130.50         |
| Fee Applications – Applicant | 42.5           | \$8,877.50          |
| Non-Asbestos Claims          | 120.0          | \$19,445.00         |
| Plan & Disclosure Statement  | 3,683.4        | \$353,747.50        |
| Travel – Non Working         | 0              | \$0.00              |
| <b>Total</b>                 | <b>5,052.6</b> | <b>\$512,989.00</b> |

**EXPENSE SUMMARY**

| Expense Category    | Service Provider (If Applicable) | Total Expenses    |
|---------------------|----------------------------------|-------------------|
| b-Linx User Fee     | BMC                              | \$1,050.00        |
| b-Linx/Data Storage | BMC                              | \$2,550.00        |
| Dinner – Business   | Various                          | \$224.82          |
| Document Storage    | BMC                              | \$1,970.55        |
| Lunch – Business    | Various                          | \$182.41          |
| Pacer               | US Court                         | \$2.24            |
| PO Box Renewal      | US Postal Service                | \$696.02          |
| Shipping/Courier    | Fed Es                           | \$362.78          |
| Parking             | John Wayne Airport Northeasat    | \$58.00           |
| Website Traffic     | BMC                              | \$0.88            |
| Website Hosting     | BMC                              | \$750.00          |
| <b>Total</b>        |                                  | <b>\$7,789.70</b> |

**PRODUCTION EXPENSE SUMMARY**

| Date of Mailing | Service Provider (If Applicable) | Total Expenses     |
|-----------------|----------------------------------|--------------------|
| April 2009      | BMC Group (27 mailings)          | \$77,042.00        |
| May 2009        | BMC Group (15 mailings)          | \$2,500.00         |
| June 2009       | Not Applicable                   | \$0.00             |
|                 |                                  |                    |
|                 |                                  |                    |
|                 |                                  |                    |
|                 |                                  |                    |
| <b>Total</b>    |                                  | <b>\$79,000.00</b> |

**WHEREFORE**, BMC respectfully requests:

- (a) that an allowance be made to it in the aggregate of \$599,893.61 comprised of:
  - (i) \$512,989.00 in fees for services rendered by BMC to the Debtors for reasonable and necessary professional services during the Thirty-Third Quarterly Fee Period, April 1, 2009 through June 30, 2009;
  - (ii) \$86,904.71 for reimbursement of actual and necessary costs and expenses incurred by BMC during the Thirty-Third Quarterly Fee Period, April 1, 2009 through June 30, 2009; and

(b) that both the fees and expenses are payable as an administrative expense of the Debtors' estates;  
and

(c) for such other and further relief as the Court deems just and proper.

Dated: November 9, 2009

BMC GROUP

By: 

MYRTLE H. JOHN  
600 1<sup>st</sup> Avenue, Suite 300  
Seattle, Washington 98104  
Telephone: (206) 516-3300  
Telecopier: (206) 516-3304

Claims Reconciliation and Solicitation  
Consultant to the Debtors and  
Debtors in Possession

VERIFICATION

MYRTLE H. JOHN, after being duly sworn, deposes and says:

1. I am employed by Applicant, BMC Group (“BMC”), the Claims Reconciliation and Solicitation Consultant to the debtors and debtors in possession herein (the “Debtors”). I am a Director of BMC, and I have personal knowledge of the matters set forth herein.
2. I have personally reviewed the consulting services rendered by BMC as Claims Reconciliation and Solicitation Consultant to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by other consultants and employees of BMC.
3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Annexed hereto are the following Exhibits: **Exhibit 1** – Consolidated Fee Invoice for the Thirty-Third Quarter comprised of a detail of time expended and Professional Activity Summary; and **Exhibit 2** – Monthly Expense Invoices for the Thirty-Third Quarter comprised of (i) an Expense Invoice and Detail for each month and (ii) a Production Invoice and Detail (if applicable). Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the ‘Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members,’

signed April 17, 2002, and submit that the Application herein substantially complies with such Rules and Order.

DATED: November 9, 2009  
El Segundo, California



MYRTLE H. JOHN

State of California )  
 )  
County of Los Angeles )

On November 9, 2009, before me, JAMES H. MYERS, a Notary Public, personally appeared Myrtle H. John, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

